

IMPERIAL COLLEGE OF SCIENCE, TECHNOLOGY AND MEDICINE

Minutes of Council Meeting

Held at 170 Queen's Gate on 14 July 2023, at 09.00

Present

Mr J. Cullen (Deputy Chair), Professor Sir L. Borysiewicz, Professor H. Brady (President), Professor N. Brandon, Professor R. Craster, Sir R. Kalifa, Mr R. Kerse, Mr D. Khanna, Dr M. Meaney, Professor J. Mestel, Sir J. Michael, Dr M. Safa, Professor J. Sanders, Mr S. Saxena (until item 3), Professor F. Veloso, Professor I. Walmsley (Provost), Professor J. Weber, Ms H. Wong and Ms G. Brankin (College Secretary).

In attendance

Director of Communications, Director of Public Affairs, ICU President elect, Interim Dean of the Faculty of Medicine, Interim Dean of Imperial College Business School (online), Chief Financial Officer (until item 4), Associate Provost (Academic Partnerships) (items 5 & 6), Director of Strategic Planning (items 5 & 6), Head of Special Projects (Academic Partnerships) (items 5 & 6), Director of HR (item 7), Associate Provost (EDI) (item 7), Director of Advancement (item 8), Director of Risk Management (items 9 & 10), Director of Health, Safety and Environment (Assurance) (items 9 & 10) and Head of Central Secretariat.

Welcome

1. John Cullen welcomed members and noted that he would chair the meeting and give the chair's report, John Allan having sent apologies. He introduced Ms C. Boutrolle as the ICU President elect, Professor D. Ashby as the Interim Dean of Medicine and Professor F. Allen as the Interim Dean of Imperial College Business School.
2. Apologies were received from Mr J. Allan, Mr T. Courtauld, Mr R. Lewis, Ms S. Murray, and Mr C. Williams.
3. None of the members noted a conflict with items on the agenda.

Minutes and matters arising

4. The Minutes and notes from the meeting held on 12 May 2023 were approved and the action tracker was noted.

Chair's Report

5. The Deputy Chair updated Council on the search process for a new Chair of Council and Court, to succeed Mr J. Allan whose term of office would end on 31 December 2023. A process had been approved by Nominations Committee and search and recruitment firm, Russell Reynolds, had been appointed to support a broad and inclusive search. It was anticipated that a recommended candidate could be presented to Council in the autumn. It was agreed that Central Secretariat would ensure that Russell Reynold received input from a diverse range of College representatives, including independent members of Council.
6. The Deputy Chair reminded Council that at the May meeting John Allan had announced that he would step back from Imperial activities whilst investigations at other organisations he in which he was involved were ongoing. Council had agreed to discuss the position at its next meeting in light of developments and the Deputy Chair invited the President to start the discussion by reflecting feedback from the College community. All members of Council then contributed their view, and any feedback they had received.
7. During the discussion, it was noted that no complaints had been received at Imperial, and both Tesco and Barratt Plc had reported that their investigations did not yield any complaints, so it was agreed that there was no basis for Imperial to start any disciplinary or investigative process due to allegations in the press. The Council discussed the importance of respecting due process in relation to every member of the College and it was agreed that John Allan should continue to act as Chair until the end of his term unless a successor was identified and appointed before that time.

Reports (Paper 3)

8. Council discussed the reports from the President, Provost, and Chief Operating Officer.

9. The ICU President introduced her successor and provided a verbal update from the Students' Union. Of particular note was that following a consultation a new five-year strategy had been proposed as a white paper. The vision was for all students to have a transformational experience, supported by exceptional services and people.

2023-24 Operating and Capital Budgets (Paper 4)

10. The Chief Financial Officer presented the proposed operating and capital budgets set out in the paper, which had been recommended to Council following a detailed discussion at the Finance Committee. He highlighted that cybersecurity, sustainability, mental health support and student casework services had been prioritised for investment, and that the figures excluded the USS pension revaluation.
11. In discussion, it was noted that there was some pressure on the budget, particularly to maintain competitive remuneration for key staff. Other matters discussed included the potential for income from donations and banking covenants.

Resolved: That the 2023/24 operating budget and capital plans be approved.

Revolving Credit Facility (Paper 4)

12. The Chief Financial Officer presented the paper, which included the proposed Revolving Credit Facility Agreement, RCF Officer's Certificate and resolution wording. Restrictions on the disposal of assets were discussed.

Resolved:

- a. That the Chief Operating Officer and Chief Financial Officer be authorised to execute the new RCF as set out in the papers, and
- b. That the resolution set out in the paper be approved.

Strategic topic: Outreach activity and widening participation (Paper 6)

13. Council received a presentation from the Associate Provost (Academic Partnerships) and the Director of Strategic Planning. They provided an update on targets related to widening participation activity and engagement programmes aimed at addressing STEM skills and diversity gaps, including cohort programmes and the maker challenge.

14. There was discussion across the topics, including the long-term ambition and constraints. Council encouraged the team to reach out to members who had connections which could help advance widening participation and engagement.

Diversity data for Senior Roles (Paper 7)

15. The Director of HR and the Associate Provost (EDI) presented data, targets and action plans aimed at improving diversity amongst senior staff. In discussion, it was recognised that there were pockets of excellence across the College, but that there was a reputational risk associated with gender and ethnic diversity at leadership level.

Advancement Fundraising Annual Report (Paper 8)

16. The Vice-President (Advancement) presented the paper, which provided an overview of fundraising activity in 2022/23. There was confidence that the annual goals would be achieved by the end of the year. Campaign readiness was discussed, as was the process for ensuring that the College was consistent in applying the framework to consider who it would accept money from, particularly where there were concerns about donors who may have engaged in unethical or unsustainable activities.

Risk Framework and Principal Risks (Paper 9)

17. The Director of Risk Management presented the report. It was noted that the Audit and Risk Committee had reviewed and commented on the risk register at their recent meeting and approved the updates.

Resolved: That the Annual Risk Review and the updates to the Principal Risk Register be approved.

Health and Safety Annual Report (Paper 10)

18. The Director of Health, Safety and Environment (Assurance) presented the report, which included an overview of incidents over the past year. Council welcomed the new health and safety framework which set out the College's approach to assurance.

Council member appointments (Paper 11.1)

19. The College Secretary and General Counsel presented the paper, which included recommendations from the Nominations Committee. The elected Professorial Member of Council, who had led the recruitment process for the new staff and student roles, reflected on that process. It was noted that the new roles required a change to the College Charter and Statutes, the process for which was underway, as set out in the paper. It was agreed that Council would treat the new staff and student members as full members until their position as trustees was formally approved. Council noted that Professor Liz Lightstone had been elected to succeed Professor Jonathan Mestel as the Professorial Member of Council from 1 September 2023.

Resolved:

- a. That Karen Briggs be co-opted to the Audit and Risk Committee with immediate effect, be appointed to Council, for a four-year term with effect from 1 January 2024, and be appointed as Chair of Audit and Risk Committee, from 1 January 2024.
- b. That Katherine Coates be co-opted to the Audit and Risk Committee with immediate effect, and be appointed to Council for a four-year term, with effect from 1 January 2024.
- c. That Nathalie Podder be appointed as a student member of Council for a one-year term, from 1 August 2023.
- d. That Rasha Dabagh, Alice Ashley-Smith and Dr Liz Elvidge be appointed as staff members of Council for a two-year term, from 1 August 2023.

Code of Ethics (Paper 11.2)

20. The College Secretary presented the updated code of ethics, and it was noted in particular that the going forward the code would apply to all members of the College, including Council members and students.

Resolved: that the revised code of ethics and whistleblowing procedure set out in the paper be approved.

Amendment to Governance Documents (Paper 11.3)

21. The College Secretary presented the proposals set out in the paper, noting in particular the process for changing the Charter and Statutes, and the need to do so in light of the changes to the constitution of Council by addition of new members.

Resolved:

- a. That agreement in principle be given to reviewing the Charter and Statutes, as set out in the paper;
- b. That the revised Ordinance E2: Student Disciplinary Procedures be revised as set out in Appendix 2.
- c. That the quorum for committees of Council be revised to three Committee members, one of whom must be an independent member.

ICU constitution

22. The proposed updates set out in the paper were considered.

Resolved: That the revised ICU constitution be approved with effect from 1 August 2023.

Committee Reports (Paper 13)

23. Council noted the reports from the Property, Audit and Risk, and Finance Committees.

Dates of future Council meetings (Paper 14)

24. Council approved the proposed dates of future Council meetings.

Council members leaving: vote of thanks

25. Noting that celebrations and presentations had been held on the previous evening, the President, on behalf of Council, formally thanked Professor Francisco Veloso, Professor Jonathan Weber, Professor Jonthan Mestel and Ms Hayley Wong for their much-valued contributions to Council and to the College.

There were no items of other business and the meeting closed at 13.00.